

FIRST AMENDMENT

FEB 3 1976 -4 55 PM

First Amendment made and entered into this 7th day of August, 1975 by and between United States Railway Leasing Company ("United") and Robert W. Meserve, and Benjamin H. Lacy, as Trustees of the Property of Boston and Maine Corporation, Debtor, and not individually. ("Lessee")

RECITALS

Pursuant to that certain Lease Agreement dated June 11, 1970 by and between United and Lessee or Trustee, recorded with the Interstate Commerce Commission as Recordation No. 6090, covering fifty (50) Insulated Box Cars, bearing car reporting marks BM 100 - 149, inclusive, the Lessee desires to extend the Lease which is due to terminate on August 11, 1975 for an additional five (5) years on fifteen (15) of the cars, car reporting marks listed in Exhibit A attached.

AGREEMENT

It is agreed:

- (1) That the extension period will run from and after August 11, 1975 for a period of five (5) years which may be cancelled by either party upon 30-day written notice on any five (5) of the fifteen (15) cars covered by this Amendment.
- (2) The rental rate during this period covered by this Amendment will be \$240.00 per car per month.
- (3) All other terms and conditions contained in the Lease shall remain in full force and effect, and the Lease as hereby amended is hereby ratified, confirmed and approved.

IN WITNESS WHEREOF, United and lessee have duly executed this Amendment all on and as of the day, month and year first above written.

UNITED STATES RAILWAY LEASING COMPANY

Ralph E. Bell
Vice President

(SEAL)

ATTEST:

John J. [Signature]
Secretary

Robert W. Meserve and Benjamin H. Lacy,
as Trustees of the Property of Boston
and Maine Corporation, Debtor, and not
individually.

Robert W. Meserve
As Trustee, and not individually
Benjamin H. Lacy
As Trustee, and not individually

Approved as to form
B & M Corp. Law Dept.
[Signature]

STATE OF MASSACHUSETTS)
)
COUNTY OF Suffolk)

On this 12th day of December, 1975, before me personally appeared Robert W. Meserve of Waltham,
Massachusetts, and Benjamin H. Lacy of Brookline,
Massachusetts, to me known, and being by me duly sworn and said that they resided as aforesaid, and by order of the U. S. District Court of Massachusetts were duly appointed and are acting as Trustees in the proceedings of the reorganization of the Boston and Maine Corporation, that they executed the aforesaid lease pursuant to specific order of the aforementioned court and they have duly acknowledged to me that they have executed same in their capacities as Trustees.


Notary Public

My commission expires June 21, 1979

EXHIBIT "A"

First Amendment made and entered into August 7, 1975 by and between United States Railway Leasing Company ("United") and Robert W. Meserve and Benjamin H. Lacy, as Trustees of the Property of Boston and Maine Corporation, Debtor, and not individually. ("Lessee")

TYPE AND DESCRIPTION OF CAR:

Used 52' 5" Insulated Box Cars

NUMBER OF CARS: 15

REPORTING NUMBERS AND MARKS: 105-119 inclusive

(SEAL)

(ATTEST)

By *A. W. Lacy*
ASSISTANT Secretary

UNITED STATES RAILWAY LEASING COMPANY

Robert W. Meserve
Vice President

Robert W. Meserve and Benjamin H. Lacy, as Trustees of the Property of Boston and Maine Corporation, Debtor, and not individually.

Robert W. Meserve
As Trustee, and not individually

Benjamin H. Lacy
As Trustee, and not individually

STATE OF ILLINOIS)
) ss.
COUNTY OF COOK)

On this 16th day of January, 1976
before me personally appeared Robert E. Rupp
to me personally known, who being by me duly sworn, says that he is President
of the United States Railway Leasing Company and Fred Fubumoto
to me personally known to be the Asst Secretary of said corporation, that the seal
affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument
was signed and sealed on behalf of said corporation by authority of its Board of Directors, and
they acknowledged that the execution of the foregoing instrument was the free act and deed of
said corporation.

Elfrida M. Rupp
Notary Public
My Commission Expires June 29, 1978